



THE UNITED STATES
CORPORATION
COMPANY

010000001404

ACCOUNT NO. : 072100000032

REFERENCE : 064636 4330486

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 1220.00

ORDER DATE : March 2, 2001

ORDER TIME : 3:11 PM

ORDER NO. : 064636-010

CUSTOMER NO: 4330486

CUSTOMER: Mr. Jason Nahm
Howard, Rice, Nemerovski,
3 Embarcadero Center
7th Floor
San Francisco, CA 94111-4065

600003851746--E

FOREIGN FILINGS

NAME: SEECOMMERCE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick -- EXT# 1150

EXAMINER: _____

FILED
01 MAR 13 AM 9:54
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
01 MAR 13 PM 4:02
DIVISION OF CORPORATION

5p

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. SeeCommerce, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. California 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 7, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 4/16/2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3420 Hillview Avenue, Lobby 8, Palo Alto, CA 94304-1320
(Principal office address)
3420 Hillview Avenue, Lobby 8, Palo Alto, CA 94304-1320
(Current mailing address)
Provide software development and consulting services
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Dorrie Hall

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

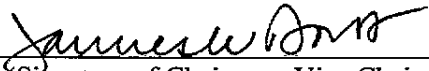
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JAMES W. DORST CFO
(Typed or printed name and capacity of person signing application)

OFFICERS AND DIRECTORS RIDER

TITLE	NAME	ADDRESS
President	Paul Albright	3420 Hillview Avenue, Lobby 8, Palo Alto, CA 94304-1320
Secretary and Treasurer	James Dorst	3420 Hillview Avenue, Lobby 8, Palo Alto, CA 94304-1320
Director	Paul Albright	3420 Hillview Avenue, Lobby 8, Palo Alto, CA 94304-1320
Director	Bill Binch	120 Montgomery Street, Suite 250, San Francisco, CA 84104
Director	Robert Humphrey	915 Carriage Way, Southlake, TX 76092
Director	David Schwab	3000 Sand Hill Road, Building 4, Suite 210, Menlo Park, CA 94025
Director	Ajit Shah	3000 Sand Hill Road, Building 4, Suite 210, Menlo Park, CA 94025

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TALLAHASSEE FLORIDA

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **7th day of March, 1996**, **SEECOMMERCE** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

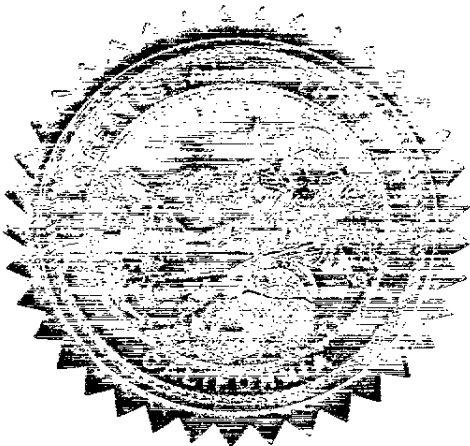
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of March 5, 2001.



Bill Jones
BILL JONES
Secretary of State

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